NOMINATIONS COMMITTEE OF THE BOARD OF TRUSTEES

Friday 20 June 2025 at 10.00 via Teams

MINUTES

Present: Jack Boyer (Chair), Andrew Carr, Jessica Cecil, Sarah Gilbert,

In attendance: Helen Cole (Senior Governance Officer **and minutes**), Michael Flay (Director of Governance & University Secretary)

Apologies: Hazel Phillips

1. WELCOMES, APOLOGIES AND

1.1 The Chair welcomed everyone

DECLARATIONS OF ANY INTEREST

1.2 The Chair reminded Committee members of their obligation to declare any new or additional conflicts of interest (pecuniary, family, or other personal) in any matter under discussion, and asked if there were any new declarations.

1.3 There were no declarations.

2 MINUTES OF PREVIOUS MEETINGS AND ACTIONS

2.1 APPROVED: the minutes of the meeting of the Nominations Committee on 7 March 2025.

3 CHAIR'S BUSINESS INCLUDING UPDATE ON STUDENT TRUSTEE APPOINTMENT PROCESS

3.1 The Chair advised that longlisting and shortlisting for the Student Trustee appointment process had now taken place and that interviews would be conducted on Friday 27 June by a panel comprising Jack Boyer, Sarah Gilbert and Hazel Phillips, with Michael Flay in attendance. NOTED that recommendations from the Nominations Committee for onward approval by the Board of Trustees would be sought via email w/c 30 June 2025.

3.2 NOTED that Hazel Phillips had sent apologies to the meeting and had provided comments on the papers to the Chair and to the Director of Governance & University Secretary in advance of the meeting and these would be fed into the discussion as required.

4 Membership of the Board and Committees of the Board (reference **NCB/24-25/009**).

4.1 The following points were NOTED:

4.1.1 That activity was underway to ensure that the incoming Chair of the Finance and Investments Committee (see paragraph 4.2.3 below) was sufficiently briefed ahead of the next academic year. This would include meetings with the Executive, the Chair of Audit and Risk Committee, and engaging with the staff reporting directly to the Chief Financial Officer.

4.1.2 NOTED that the current Chair of the Finance and Investments Committee was stepping down from 1 August 2025 would mean that the quoracy requirement for

Finance and Investments Committee as defined under Ordinance 4 would be more challenging to achieve, especially if additional meetings of the Committee were required to be convened at short notice.

4.1.3 NOTED that the Chair of the Board and the University Secretary and Director of Governance had determined there was a need to actively recruit new trustees, in particular the Finance and Investments Committee required another Independent Trustee.

4.1.4 NOTED that there was also the opportunity to find a new co-opted member of Finance and Investments Committee to replace Jonathan Punter whose final term expired on 31 December 2025 (as per the paper).

4.1.5 The University Secretary and Director of Governance advised that interviews would shortly take place for new co-opted member of Audit and Risk Committee with a specialism in Cyber Security. NOTED that recommendation(s) for appointment to Audit and Risk Committee from the Nominations Committee for onward approval by the Board of Trustees would be sought as required.

4.1.6 NOTED that work was underway to repurpose the Equity, Equality, Diversity and Inclusion Oversight Committee was underway. The working title for the replacement committee was Culture and Inclusion Committee. NOTED that the draft Terms of Reference had been shared as part of the paper circulation. NOTED that Terms of Reference for the Culture and Inclusion Committee would presented to the Board of Trustees for approval at its meeting on 18 July, once established by the Board, the Committee would be asked to make membership recommendations to the Board of Trustees ahead of the Committee's first meeting in September 2025.

4.2 The following points were DISCUSSED:

4.2.1 AGREED to RECOMMEND to the Board of Trustees that Freddie Quek be reappointed for a second three-year term of office as an Independent Trustee from 1 September 2025 until 31 August 2028.

4.2.2 AGREED to RECOMMEND to the Board of Trustees that Lucie Lambert be reappointed for a second term of office as an Independent Trustee from 1 January 2026 until 31 December 2029.

4.2.3 AGREED to RECOMMEND to the Board of Trustees that Nick Keveth be appointed Chair of Finance and Investments Committee effective from 1 August 2025.

4.2.4 AGREED to RECOMMEND to the Board of Trustees that Nick Keveth be appointed Treasurer effective from 1 August 2025.

4.2.5 AGREED to RECOMMEND to the Board of Trustees that Nick Keveth be reappointed for a second term of office as an Independent Trustee from 1 January 2027 until 31 December 2028.

5 EXTERNAL BOARD EFFECTIVENESS REVIEW FINAL REPORT (reference **NCB/24-25/010**).

5.1 The following points were NOTED:

5.1.1 NOTED that the Report had been circulated in advance and that the Committee would focus its discussion on the Priority Recommendations and Recommendations, to align with the planned discussion at Board of Trustees on 18 July.

5.1.2 *Priority Recommendation 1: Review the structure of ARC non-executive-only sessions to reduce their frequency and allow for more informal engagement with senior executives both inside and outside of the formal committee cycle.*

5.1.3 NOTED that this would be taken forward by the University Secretary and Director of Governance in consultation with the Chair of ARC during the next academic year.

5.1.4 *Priority Recommendation 2: To continue to strengthen the leading-edge effectiveness of the board size and membership:*

- *Encourage more distributed leadership across the Board, allowing other trustees to take on more responsibility and visible roles in shaping direction and providing oversight. This helps both support the Chair and help towards succession planning.*
- *Encourage distributed leadership by offering opportunities for a broader group of trustees to take on strategic responsibilities, lead initiatives, or chair committees.*

5.1.5 NOTED that this would be taken forward by the University Secretary and Director of Governance as part of the transition between the existing Chair of the Board of Trustees (whose third term expired on 31 December 2027) and his successor.

5.1.6 *Priority Recommendation* 3: *With regards to the EEDI Oversight Committee:*

- *Expand the committee's remit to formally include cultural and people matters, reflecting the intersectional and systemic nature of EDI work within organisations,*
- *rename the committee to reflect this broader scope – for example, Culture and Inclusion Committee based on your own context, or People & Culture Committee based on wider sector examples,*
- *grant it formal status as a full committee of the Board, with delegated responsibility to provide oversight and assurance, and*
- *reconsider meeting frequency in line with increased responsibilities – for example, meeting frequency could be increased to three or four times a year, in line with sector norms for people-focused committees.*

5.1.7 NOTED that Halpin acknowledged in the Report that the University has already taken proactive steps in this area and was in the process of implementing the recommendation. (see agenda item 4.)

5.1.8 *Priority Recommendation 4: Most institutions have moved to Board portal platforms and we believe the long-term benefits – improved efficiency, enhanced security, and better information access – make the adoption of a Board portal a worthwhile investment. We therefore recommend that the University revisits this option as part of its ongoing commitment to strengthening governance infrastructure and support, and to be in line with good practice in the sector as well as outside of the sector.*

5.1.9 NOTED that this would be taken forward by the University Secretary and Director of Governance over the next academic year, the principle benefits to the University would be: 1. Improved compliance by the Board with the University's own information security policies and 2. Increased quality of papers.

5.1.10 *Recommendation 3: We recommend that the University formally reviews its position on appointing a SIG. This should involve a structured consideration of sector practice, alignment with the CUC Code, and the University's specific governance context.*

Recommendation 4: We recommend Bristol reviews the current approach to Senior Independent Governor (SIG) responsibilities. If the decision is made to continue without a separate SIG, ensure the rationale is clearly documented to demonstrate compliance with the CUC Code.

5.1.11 In discussion the Committee noted that main responsibilities of the Deputy Chair of Board were defined under Ordinance 2, paragraph 12 of the University's constitution.

Arguably these defined responsibilities were largely already aligned with a SIG role at other institutions and as defined by the CUC code. The Committee agreed that in due course Ordinance 2, paragraph 12 should be reviewed to ensure that elements of a SIG role were covered. The Committee was not supportive of changing the name of the Deputy Chair of the Board of Trustees to Senior Independent Governor. NOTED that the term “Governor” was not used at the University to describe the members of the Board of Trustees, instead they were defined as “Trustees”. NOTED that the Committee’s discussion would be fed into the Board of Trustees meeting on 18 July with follow up activity to be undertaken by the University Secretary and Director of Governance over the next academic year.

5.2 The following points were DISCUSSED:

5.2. AGREED to RECOMMEND to the Board of Trustees the External Board Effectiveness Review Final Report

6 ANY OTHER BUSINESS

6.1 There was none.

6.2 Date of next meeting: Friday 7 November